UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re Application of AT&T MOBILITY LLC,	Civil Action No. 09-cv-7072 (DLC)

Related to

UNITED STATES OF AMERICA,

               Plaintiff,

      v.

AMERICAN SOCIETY OF COMPOSERS,
AUTHORS AND PUBLISHERS,

               Defendant.

PROPOSED ORDER AND
STIPULATION OF DISMISSAL

Civil Action No. 41-cv-1395 (DLC)

WHEREAS, the Parties have reached a complete settlement of the issues raised in the above-captioned proceeding:

IT IS HEREBY ORDERED THAT:

1. The May 5, 2008 Application brought by the American Society of Composers, Authors and Publishers against AT&T Mobility LLC for the determination of reasonable license fees for the period beginning October 28, 2004, is dismissed with prejudice, except as set forth in Paragraph 2 below.

2. The May 5, 2008 Application brought by the American Society of Composers, Authors and Publishers against AT&T Mobility LLC for the determination of reasonable license fees for the period beginning October 28, 2004, is dismissed without prejudice to (i) the Court's retention of jurisdiction to enforce (a) a settlement

agreement concerning AT&T Mobility's CV Service, Ringback Tone Service and Previews, and certain AT&T Mobility websites, through July 31, 2010 (the "Past Settlement Agreement"), (b) a license agreement concerning AT&T Mobility's CV Service for the period from August 1, 2010 through December 31, 2012 (the "CV License Agreement"), (c) a license agreement concerning AT&T Mobility's Ringback Tone Service and AT&T Mobility's Previews from August 1, 2010 through December 31, 2012 (the "Ringback Tones and Previews License Agreement"); and (d) an agreement in connection with certain third party services entered into by the Parties (the "Third Party Services Agreement"); and (ii) the Court's retention of jurisdiction concerning setting reasonable license fees for downloads or ringtones in the event that the April 2007 Court decision concerning whether downloads constitute public performances is overturned or remanded on appeal of that decision.

3. The Past Settlement Agreement, CV License Agreement, Ringback Tones and Previews License Agreement, and Third Party Services Agreement are attached hereto as Exhibits A, B, C and D, respectively.
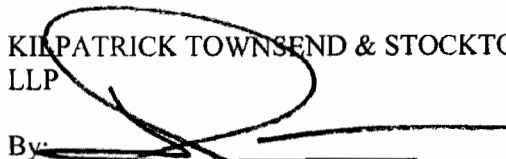
4. This Stipulation and Order shall not be considered or construed to constitute any expression of opinion by the Court with respect to the contentions of the respective parties and shall in no way influence or affect the determination of (i) the scope, nature or extent of any public performance license granted by any of the attached agreements; (ii) the extent to which a license is necessary for any service provided by AT&T Mobility LLC; or (iii) what constitutes reasonable license fees. In entering this Stipulation and Order, the Court has not weighed the arguments and contentions of any party as to the nature or extent of the licenses granted by any of the attached agreements

or as to what should constitute reasonable license fees for any service provided by AT&T

Mobility LLC.

     5. Each side is to bear its own attorneys' fees and costs.

     6. This Stipulation and Order can be executed via facsimile and in

counterpart copies.

     7. This proceeding shall be marked CLOSED by the Clerk.
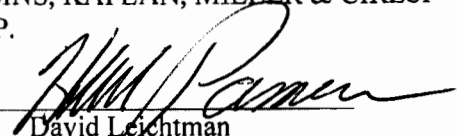
Dated: New York, New York
      March 24 2011

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Attorneys for AT&T Mobility LLC

Dated: New York, New York
      March 24, 2011

So ordered.
Denise Cote
April 4, 2011

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Attorneys for American Society of Composers, Authors and Publishers

SO ORDERED.

Dated: New York, New York
     March __, 2011

_____
Hon. Denise Cote
United States District Judge